



SUPERFUND RECORDS

CONSENT OF STOCKHOLDERS TO DISSOLUTION.

WHEREAS, on the 8th day of November A.D. 1922, the directors of the American Smelters Securities Company, by a majority vote of the whole board, at a meeting called for that purpose, of which meeting every director received at least three days' notice, did adopt a resolution in the words or to the effect following, to wit:

"RESOLVED, that in the judgment of this board, it is advisable and most for the benefit of the American Smelters Securities Company that the same should be forthwith dissolved; and to that end it is ordered that a meeting of the stockholders be held on Thursday the 14th day of December, A.D. 1922, at 11 o'clock in the forenoon, at the office of the company, No. 1 Exchange Place, Jersey City, New Jersey, to take action upon this resolution; and, further, that the secretary forthwith give notice of said meeting, and of the adoption of this resolution within ten days from this date, by publishing the said resolution, with a notice of its adoption, in the Jersey Journal, a newspaper published in the City of Jersey City, for at least four weeks, once a week, successively, and by mailing a written or printed copy of the same to each and every stockholder of this company in the United States."

AND WHEREAS the secretary of the said company did give notice of the meeting of stockholders, called by said resolution, as required by law and the said resolution.

NOW, THEREFORE, we, the subscribers, being more than two-thirds in interest of all the stockholders, assembled in pursuance of said resolution and notice, have consented, and do hereby consent, that the said company be forthwith dissolved as proposed in said resolution.

WITNESS our hands this 14th day of December A.D. 1922.

Shares.

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Shares.

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American Smelting Refining Co. Shares Common Stock 179,975 Shares.

Preferred A Stock 132,228 "

Preferred B Stock 24,642 "

by FitzGibbon & W. E. Morris, proxies.

H. A. Prosser	1 share Common Stock,	by FitzGibbon and W. E. Morris, proxies.
H. A. Guess	1 " " "	" FitzGibbon and W. E. Morris, proxies.
H. M. Brush	1 " " "	" FitzGibbon and W. E. Morris, proxies.
Edgar L. Newhouse	1 " " "	" FitzGibbon and W. E. Morris, proxies.
Simon Guggenheim	1 " " "	" FitzGibbon and W. E. Morris, proxies.
Wm. Loeb, Jr.	1 " " "	" FitzGibbon and W. E. Morris, proxies.
C. A. H. deSaules	1 " " "	" FitzGibbon and W. E. Morris, proxies.
Roger W. Straus	1 " " "	" FitzGibbon and W. E. Morris, proxies.

ATTEST:

W. E. Morris,
Secretary.

STATE OF NEW JERSEY :

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COUNTY OF HUDSON :

W. E. MORRIS, being duly sworn, on his oath says, that he is the Secretary of the American Smelters Securities Company, that he saw

American Smelting & Refining Company
H. A. Prosser
H. A. Guess
H. M. Brush
Edgar L. Newhouse
Simon Guggenheim
William Loeb, Jr.
C. A. H. deSaules
Roger W. Straus

being more than two-thirds in interest of the stockholders of said company, at a meeting duly called for the purpose as above recited, sign the foregoing certificate of consent as their voluntary act and deed, and that deponent at the same time subscribed the same as attesting witness; and deponent further says that on the 8th day of November, A. D. 1922, he mailed a

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printed copy of the resolution above recited, with a notice of the adoption thereof, to each and every stockholder of said company, residing in the United States, and also caused the same to be duly published as required by the said resolution; and deponent further says, that the said resolution of the board of directors was duly adopted upon lawful notice as in the certificate above recited.

Sworn and subscribed before me :
this 14th day of December :
A.D. 1922. :

W. E. Morris

John J. Neary
Attorney at Law
of New Jersey

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As required by an Act concerning Corporation (revised of 1896), the Board of Directors of the American Smelters Securities Company render the following statement to be filed in the office of the Secretary of State of the State of New Jersey, upon the dissolution of said Company.

The location of the principal office in this state is at No. 1 Exchange Place, in the City of Jersey City, County of Hudson.

The name of the agent therein and in charge thereof, and upon whom process against the corporation may be served, is John J. Treacy.

The following is a list of the names and residences of the directors and officers of said Company.

The Directors of the Company are:

<u>NAMES</u>	<u>RESIDENCES</u>
Daniel Guggenheim	New York
Simon Guggenheim	New York
E. L. Newhouse	New York
F. H. Brownell	New York
Wm. Loeb, Jr.	New York
H. A. Guess	New York
H. A. Prosser	New York
Roger W. Straus	New York
Hamilton W. Brush	New York
C. A. V. deSaulles	New York
Lyman Candee	New York
Wilfred Shore	New York
Frederick T. Walker	New York
E. J. Leary	New York
Harrol P. Callaway	New York
Edwin C. Jamieson	New York
W. H. Peirce	Baltimore
Henry J. Lochran	New York
Hubert W. Ellis	Denver
Gen. Geo. W. Conchals	New York
Lewis L. Clarke	New York
Charles A. Gilles	New York
Larry I. Day	Wallace, Idaho
Henry T. Cooper	New York
C. C. Wagner	New York
H. D. Gibson	New York
Elihu Root, Jr.	New York

The officers of the Company are:

President,	Hon. Simon Guggenheim
Vice-President,	Francis H. Brownell
Vice-President,	William Loeb, Jr.
Vice-President,	H. A. Guess
Vice-President,	H. A. Prosser
Treasurer,	John C. Jamieson
Secretary,	W. H. Peirce

Dated, December 14, 1922.

The foregoing statement is correct and true.

ATTEST

Simon Guggenheim President.
W. H. Peirce Secretary.

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State of New Jersey, ss.
HUDSON COUNTY

Edna E. Ward, Bookkeeper of THE JERSEY JOURNAL, a newspaper printed and published in Jersey City, County and State aforesaid, and that a notice, of which the annexed is a true copy, was published in the said newspaper for five times successively, at least once in each week, commencing on the 12th day of November, 1922, and continued thereafter on Nov. 20-27, Dec. 4-11, 1922.

Edna E. Ward

being duly sworn, according to law, upon her oath saith that she is the Bookkeeper of THE JERSEY JOURNAL, a newspaper printed and published in Jersey City, County and State aforesaid, and that a notice, of which the annexed is a true copy, was published in the said newspaper for five times successively, at least once in each week, commencing on the 12th day of November, 1922, and continued thereafter on Nov. 20-27, Dec. 4-11, 1922.

Sworn and subscribed before me this 1th day of November, A. D.

Edna E. Ward

1922

Ethel E. Tanager

Notary Public, N. J.

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STATE OF NEW JERSEY.



DEPARTMENT OF STATE

CERTIFICATE OF FILING OF CONSENT BY STOCKHOLDERS TO DISSOLUTION

To all to whom these presents may come, Greeting:

Whereas, It appears to my satisfaction, by duly authenticated record of the proceedings for the voluntary dissolution thereof deposited in my office, that the

AMERICAN SMELTERS SECURITIES Company.

a corporation of this State, whose principal office is situated at No. 1

Exchange Place, Street, in the City

of Jersey City, County of Hudson,

State of New Jersey (John J. Treacy,

being the agent therein and in charge thereof, upon whom process may be served), has complied with the requirements of "An act concerning corporations (Revision of 1896)," preliminary to the issuing of this Certificate that such consent has been filed

Now Therefore, I, THOMAS F. MARTIN, Secretary of State of the State of New Jersey, Do Hereby Certify that the said corporation did, on the **eighteenth**

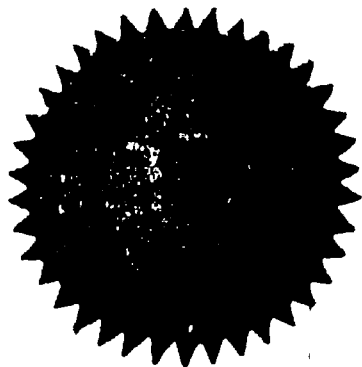
day of **December, 1922**, file in my office a duly executed and attested consent in writing to the dissolution of said corporation executed by more than two-thirds in interest of the stockholders thereof, which said certificate and the record of the proceedings aforesaid are now on file in my said office as provided by law

In Testimony Whereof, I have hereto set my hand and affixed my official seal, at Trenton, this

eighteenth day of **December**,

A. D. one thousand nine hundred and **twenty-two**.

Secretary of State



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STATE OF NEW JERSEY

OFFICE OF THE COMPTROLLER OF THE TREASURY

TRENTON December 18, 1922.

CERTIFICATE

I do hereby certify that all taxes levied upon or assessed against the _____ American Smelters Securities Company, _____ by the State of New Jersey, in accordance with the provisions of an act entitled "An act to provide for the imposition of State Taxes upon certain corporations and for the collection thereof," approved April eighteenth, one thousand eight hundred and eighty-four, and all acts amendatory thereof or supplementary thereto, have been fully paid

Max Hughes
Comptroller of the Treasury

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CERTIFICATE OF DISSOLUTION BY VOTE OF DIRECTORS AND
CONSENT OF STOCKHOLDERS OF AMERICAN SMELTERS SECURITIES COMPANY.

The location of the principal office in this state is at No. 1 Exchange Place, in the City of Jersey City, County of Hudson.

The name of the agent therein and in charge thereof, upon whom process against this corporation may be served, is John J. Treacy.

We, the undersigned, being a majority of the board of directors of the American Smelters Securities Company, DO HEREBY CERTIFY that at a meeting of the said board, called for that purpose, and held on the 8th day of November A.D. 1922, said board, by a majority of the whole board, did adopt the following resolution:

RESOLVED, that in the judgment of this board, it is advisable and most for the benefit of the American Smelters Securities Company that the same should be forthwith dissolved, and to that end it is ordered that a meeting of the stockholders be held on Thursday the 14th day of December, A.D. 1922, at 11 o'clock in the forenoon, at the office of the company, No. 1 Exchange Place, Jersey City, New Jersey, to take action upon this resolution, and, further, that the secretary forthwith give notice of said meeting, and of the adoption of this resolution, within ten days from this date, by publishing the said resolution, with a notice of its adoption, in the Jersey Journal, a newspaper published in the City of Jersey City, for at least four weeks, once a week, successively, and by mailing a written or printed copy of the same to each and every stockholder of this company in the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of said company this 12th day of December A.D. 1922.
(L.S.)

ATTEST:

W. E. Munn
Secretary.

Edw. L. Dwyer

First Vice President

161 *Wm. L. L. L.*

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Wm. A. de la Roche (1870-1871)
J. C. Gillingham (1872-1873)

Wm. A. de la Roche

Wm. A. de la Roche

Wm. A. de la Roche

Wm. A. de la Roche

Wm. A. de la Roche

Wm. A. de la Roche

Wm. A. de la Roche

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AMERICAN SECURITIES SECURITIES
COMPANY

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CERTIFICATE AND CONSENT TO DISSO-
LUTION

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Amesbury

112 in book 974
103 of Corporation

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